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Attorneys for Debtors and Reorganized Debtors

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION**

In re:

PG&E CORPORATION,

- and -

**PACIFIC GAS AND ELECTRIC
COMPANY,**

Debtors.

- ☐ Affects PG&E Corporation
☐ Affects Pacific Gas and Electric Company
☒ Affects both Debtors

** All papers shall be filed in the Lead Case, No. 19-30088 (DM).*

Bankruptcy Case No. 19-30088 (DM)

Chapter 11

(Lead Case) (Jointly Administered)

**DECLARATION OF ROBB MCWILLIAMS
IN SUPPORT OF REORGANIZED
DEBTORS' FIFTY-SIXTH OMNIBUS
OBJECTION TO CLAIMS (ADR NO
LIABILITY CLAIMS)**

**Response Deadline:
January 26, 2021, 4:00 p.m. (PT)**

Hearing Information If Timely Response Made:

Date: February 9, 2021

Time: 10:00 a.m. (Pacific Time)

Place: (Telephonic Appearances Only)
United States Bankruptcy Court
Courtroom 17, 16th Floor
San Francisco, CA 94102

1 I, Robb C. McWilliams, pursuant to section 1746 of title 28 of the United States Code, hereby
2 declare under penalty of perjury that the following is true and correct to the best of my knowledge,
3 information, and belief:

4 1. I am a Managing Director at the firm of AlixPartners, LLP ("**AlixPartners**"), which is
5 an affiliate of both AlixPartners, LLC and AP Services, LLC, ("**APS**"). APS was previously retained to
6 provide interim management services to PG&E Corporation and Pacific Gas and Electric Company, as
7 debtors and reorganized debtors (collectively, the "**Debtors**," and as reorganized pursuant to the Plan,
8 the "**Reorganized Debtors**") in the above-captioned chapter 11 cases (the "**Chapter 11 Cases**"). I
9 submit this Declaration in support of the Reorganized Debtors' Fifty-Sixth Omnibus Objection to Claims
10 (ADR No Liability Claims) (the "**Omnibus Objection**"),¹ filed contemporaneously herewith.

11 2. In my current position, I am responsible for overseeing the Bankruptcy Case Management
12 component of AlixPartners' assignment to assist the Reorganized Debtors with various matters related
13 to these Chapter 11 Cases. My area of responsibility includes the effort by AlixPartners, in coordination
14 with the Reorganized Debtors, to review and assess the validity of all claims asserted against the Debtors,
15 other than (a) Fire Claims and Subrogation Wildfire Claims and (b) providing limited support with
16 respect to Securities Claims. I am generally familiar with the Reorganized Debtors' day-to-day
17 operations, financing arrangements, business affairs, and books and records. Except as otherwise
18 indicated herein, all facts set forth in this Declaration are based upon my personal knowledge, the
19 knowledge of other APS professionals working under and alongside me on this matter, my discussions
20 with the Reorganized Debtors' personnel, the Reorganized Debtors' various other advisors and counsel,
21 and my review of relevant documents and information prepared by the Reorganized Debtors. If called
22 upon to testify, I would testify competently to the facts set forth in this Declaration. I am authorized to
23 submit this declaration on behalf of the Reorganized Debtors.

24 3. The AlixPartners team under my supervision has been actively and intimately involved
25 in the claims review and reconciliation process since shortly after the filing of these Chapter 11 Cases.
26 AlixPartners initially assisted the Debtors in the preparation of their bankruptcy schedules based on the

27 _____
28 ¹ Capitalized terms used but not otherwise defined herein have the meanings ascribed to such terms in
the Omnibus Objection.

1 Debtors' books and records. As claims were filed, AlixPartners coordinated with the Debtors the process
2 of reconciling filed claims with the Debtors' schedules and books and records to determine the validity
3 of filed claims based on those schedules and books and records. AlixPartners has developed and
4 maintains a claims reconciliation database and various data management applications that are used by
5 the Reorganized Debtors and AlixPartners to identify both valid claims as well as claims that are not
6 valid in whole or in part and the appropriate grounds for objection to such claims. AlixPartners is now
7 supporting, and will continue to support, the efforts of the Reorganized Debtors and their counsel to
8 resolve disputed claims, including by formal objections as necessary.

9 4. As part of the claims review and reconciliation process described above, the AlixPartners
10 team, working with the Reorganized Debtors' personnel and other professionals, has identified a number
11 of filed Proofs of Claim for which the Reorganized Debtors are not liable. If not disallowed and/or
12 expunged, these Proofs of Claim potentially could allow the applicable claimants to receive recoveries
13 to which they are not entitled.

14 5. The Omnibus Objection is directed to some of those Proofs of Claim—those specifically
15 identified in **Exhibit 1** to the Omnibus Objection, in the column headed "Claims To Be Disallowed
16 and/or Expunged," and referred to in the Omnibus Objections as "ADR No Liability Claims."
17 **Exhibit 1** to each Omnibus Objection was prepared by the AlixPartners team under my overall
18 supervision, and I am familiar with both documents, their contents, and the process under which they
19 were prepared.

20 6. Part 2, Question 8 of the Court-approved Proof of Claim form asks "What is the basis of
21 the claim?" It lists several examples, and instructs Claimants to attach documents supporting the Claim
22 as required by Bankruptcy Rule 3001(c). The ADR No Liability Claims answer this question in a cursory
23 fashion but do not provide a basis for the Reorganized Debtors to analyze liability (e.g., "injury,"
24 "personal injury," or "goods sold") and do not provide any additional explanation or relevant supporting
25 documentation.

26 7. The Reorganized Debtors' personnel conducted a rigorous review of their records to
27 attempt to determine any basis under which the Reorganized Debtors might be liable for the ADR No
28 Liability Claims. First, the Reorganized Debtors and their professionals checked Claimants' names

1 against parties with known litigation claims, Fire Victim Claims, and other property damage claims and
2 did not identify any potential liability as a result of these searches or in connection with these Claims.
3 Second, the Reorganized Debtors reviewed their accounts payable records and recorded prepetition
4 liabilities and were unable to identify any other potential liabilities in connection with these Claims.
5 Third, the Reorganized Debtors conducted a review of their records across various customer-focused
6 departments, and ultimately were not able to establish that any of the Claims were associated with current
7 or former customers.

8 8. Finally, as noted above, the Reorganized Debtors sent each of the Claimants an
9 Information Request Form, in accordance with the General Claims Information Procedures, in order to
10 acquire certain limited and targeted information necessary to allow the Reorganized Debtors to evaluate
11 the Claims for potential resolution. In accordance with the ADR Procedures Order, the Information
12 Request Form was required to be returned by no later than twenty-eight (28) days after the mailing
13 (whether by email or standard mail) (the “**Information Deadline**”). In the event a Claimant failed to
14 return the Information Request Form by the Information Deadline, the Reorganized Debtors sent such
15 Claimant an information reminder (the “**Information Reminder**”). The Information Reminder provided
16 the Claimant with an additional fourteen (14) days from the date the Information Reminder is sent to
17 return the Information Request Form (the “**Reminder Deadline**”). The Reorganized Debtors did not
18 receive any responses by the Information Deadline or the Reminder Deadline with respect to any of the
19 Claims identified on **Exhibit 1**.

20 9. Based on AlixPartners’ review of the Reorganized Debtors’ books and records and my
21 team’s consultations with the Reorganized Debtors’ personnel, each of the ADR No Liability Claims
22 identified on **Exhibit 1** represents a Proof of Claim for which the Reorganized Debtors do not have any
23 liability.

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1 Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and
2 correct to the best of my knowledge, information, and belief. Executed this twenty-third day of
3 December, 2020, in Dallas, Texas.

4 /s/ Robb McWilliams
Robb McWilliams